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*Attorneys for Debtor/Debtor-in-Possession*  
270 Madison Avenue, Suite 1400  
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(212) 684-7800

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

NUTMEG MUSIC INCORPORATED, d/b/a/  
NUTMEG CREATIVE d/b/a/  
NUTMEG AUDIO POST d/b/a/  
NUTMEG POST d/b/a/  
NUTMEG RECORDING,

Debtor.

Case No. 18-12056 (SHL)

**FIRST MONTHLY FEE STATEMENT OF WELTMAN & MOSKOWITZ,  
LLP FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED AS ATTORNEYS FOR  
DEBTOR FOR THE PERIOD JULY 2, 2018 THROUGH JULY 31, 2018**

**Name of Applicant:**

Weltman & Moskowitz, LLP  
Attorneys for Debtor/Debtor-in-Possession

**Date of Retention:**

*Nunc pro tunc* to July 3, 2018

**Period for Which Fees and Expenses are Incurred:**

July 3, 2018 – July 31, 2018

**Monthly Fees Incurred:**

<sup>1</sup>\$68,620.50

**Less 20% Holdback:**

\$54,896.40

**Monthly Expenses Incurred:**

\$2,273.81

**Total Fees and Expenses Due:**

<sup>2</sup>\$57,170.21

Dated: New York, New York  
August 10, 2018

**WELTMAN & MOSKOWITZ, LLP**  
*Attorneys for Debtor/Debtor-in-Possession*

By: /s/ Richard E. Weltman  
RICHARD E. WELTMAN  
270 Madison Avenue, Suite 1400  
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<sup>1</sup> In accordance with the Order Pursuant to 11 U.S.C. §§ 331 and 105(a) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated August 3, 2018 (ECF doc. no. 29), if no objection to the fees or expenses sought in the Monthly Statement is received by the fifteenth (15th) day following receipt of the Monthly Statement, the Debtors are authorized to pay 80% of the monthly fees incurred and 100% of the monthly expenses identified in the Monthly Statement.

<sup>2</sup> Weltman & Moskowitz, LLP received a pre-petition retainer of \$51,717 from Debtor.

**SUMMARY OF MONTHLY FEE STATEMENT OF WELTMAN & MOSKOWITZ, LLP  
FOR SERVICES RENDERED FOR THE PERIOD JULY 2, 2018 THROUGH JULY 31,  
2018**

| NAME OF ATTORNEY           | TITLE      | YEAR ADMITTED | HOURLY RATE | TOTAL HOURS BILLED | TOTAL COMPENSATION |
|----------------------------|------------|---------------|-------------|--------------------|--------------------|
| Richard E. Weltman         | Partner    | 1979          | \$625       | 71.30              | \$44,562.50        |
| Michael L. Moskowitz       | Partner    | 1982          | \$625       | 0.00               | \$0.00             |
| Michele K. Jaspan          | Associate  | 1986          | \$485       | 4.30               | \$2,085.50         |
| Melissa A. Guseynov        | Associate  | 2008          | \$395       | 0.00               | \$0.00             |
| Adrienne Woods             | Of Counsel | 2005          | \$425       | 51.70              | \$21,972.50        |
| <b>Total Fees Incurred</b> |            |               |             | 127.30             | \$68,620.50        |

| PROFESSIONALS                | BLENDED RATE | TOTAL HOURS BILLED | TOTAL COMPENSATION |
|------------------------------|--------------|--------------------|--------------------|
| Richard E. Weltman           | \$625        | 71.30              | \$44,562.50        |
| Michael L. Moskowitz         | \$625        | 0.00               | \$0.00             |
| Michele K. Jaspan            | \$485        | 4.30               | \$2,085.50         |
| Melissa A. Guseynov          | \$395        | 0.00               | \$0.00             |
| Adrienne Woods               | \$425        | 51.70              | \$21,972.50        |
| <b>Blended Attorney Rate</b> | \$539.05     | 127.30             | \$68,620.50        |

**COMPENSATION BY WORK TASK CODE FOR SERVICES RENDERED BY  
WELTMAN & MOSKOWITZ, LLP FOR THE PERIOD JULY 2, 2018 THROUGH  
JULY 31, 2018**

| <b>TASK<br/>CODE</b> | <b>DESCRIPTION</b>             | <b>HOURS</b>  | <b>AMOUNT</b>      |
|----------------------|--------------------------------|---------------|--------------------|
| 001                  | Chapter 11 General             | 23.40         | \$12,623.00        |
| 002                  | Lease Matters                  | 26.70         | \$15,047.50        |
| 003                  | Retentions                     | 4.20          | \$2,173.00         |
| 004                  | Fee Applications               | 0.20          | \$97.00            |
| 005                  | Claims Administration          | 0.70          | \$437.50           |
| 006                  | Cash Collateral/DIP Financing  | 24.90         | \$14,002.50        |
| 010                  | First Day Motions              | 38.00         | \$18,570.00        |
| 011                  | United States Trustee          | 3.30          | \$2,062.50         |
| 012                  | GW Hoffman Litigation          | 5.00          | \$3,045.00         |
| 014                  | Monthly Operating Reports      | 0.00          | \$0.00             |
| 015                  | Marketing and Sale of Business | 0.90          | \$562.50           |
| <b>Total</b>         |                                | <b>127.30</b> | <b>\$68,620.50</b> |

**EXPENSE SUMMARY BY WELTMAN & MOSKOWITZ, LLP FOR THE PERIOD OF  
JULY 2, 2018 THROUGH JULY 31, 2018**

| <b>EXPENSES</b>         | <b>AMOUNTS</b>    |
|-------------------------|-------------------|
| Document Reproduction   | \$372.25          |
| Court Filing Fees       | \$1,717.00        |
| Postage/Federal Express | \$184.56          |
| <b>Total</b>            | <b>\$2,273.81</b> |

Date: 08/09/2018

**Summary Fee Transaction File List**  
Weltman & Moskowitz, LLP

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|                               |              | <u>Hours<br/>to Bill</u> | <u>Amount</u> |                      |
|-------------------------------|--------------|--------------------------|---------------|----------------------|
| <b>Total for Timekeeper 1</b> | Billable     | 71.30                    | 44,562.50     | Richard E. Weltman   |
|                               | Non-billable | 0.60                     | 375.00        |                      |
|                               | Total        | 71.90                    | 44,937.50     |                      |
| <b>Total for Timekeeper 2</b> | Billable     | 0.00                     | 0.00          | Michael L. Moskowitz |
|                               | Non-billable | 0.90                     | 562.50        |                      |
|                               | Total        | 0.90                     | 562.50        |                      |
| <b>Total for Timekeeper 3</b> | Billable     | 4.30                     | 2,085.50      | Michele K. Jaspan    |
| <b>Total for Timekeeper 6</b> | Billable     | 51.70                    | 21,972.50     | Adrienne Woods       |
|                               | Non-billable | 0.10                     | 42.50         |                      |
|                               | Total        | 51.80                    | 22,015.00     |                      |

**GRAND TOTALS**

|              |        |           |
|--------------|--------|-----------|
| Billable     | 127.30 | 68,620.50 |
| Non-billable | 1.60   | 980.00    |
| Total        | 128.90 | 69,600.50 |

# WELTMAN & MOSKOWITZ, LLP

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Nutmeg Music Inc.  
Nutmeg Creative  
45 West 45th Street  
Sixth Floor  
New York NY 10036

Page: 1  
08/09/2018  
ACCOUNT NO: 11900-001H  
Statement No: 46372

Re: Chapter 11 General

## INTERIM STATEMENT

|            |     |  |      |     |
|------------|-----|--|------|-----|
| 07/02/2018 | REW | Revise retention motion, Rule 1007 certification; forward to client for comments   | 0.20 |     |
|            | REW | Manage claims schedule including tax claims  | 0.20 |     |
|            | REW | Revise debtor's schedules and forward to Kelly Ng and R. Iommazzo for comment update and final approval  | 0.30 |     |
|            | AW  | Conference with REW regarding cash collateral carve out  | 0.20 |     |
|            | AW  | Conferences with REW regarding filing matters  | 0.30 |     |
|            | AW  | Conference with R. Iommazzo regarding filing, petition information and Spaneo Guaranty   | 0.20 |     |
|            | AW  | Review consent of guarantor and Hoffman and Spaneo Guarantees from Citi and forward with comments to REW and R. Iommazzo   | 0.80 |     |
|            | AW  | Calls to Court and UST regarding filing of case  | 0.30 |     |
|            | AW  | Assist in preparing petition, including review to determine additional necessary information   | 1.70 |     |
| 07/03/2018 | MLM | Supervise preparation of skeletal petition   | 0.20 | n/c |
|            | REW | Confer with S. Landy re: lease status and issues going forward   | 0.20 | n/c |
|            | REW | Receipt, review and file correspondence from A. Spaneo and R. Iommazzo instructing counsel to proceed with chapter 11  | 0.10 |     |
|            | REW | Confirm client response in light of landlord's refusal to negotiate in good faith  | 0.20 |     |
|            | REW | Manage signatures on documents, Rule 1007 affidavits, matrix and exhibits to be filed  | 0.60 |     |
|            | REW | Coordinate inclusion of revised top 20 creditors into filing, Rule 1007 affidavit and exhibit, matrix  | 0.30 |     |
|            | REW | Telephone conference with client re: confirming he signed and certified Rule 1007 affidavit and certifications for filing today  | 0.30 |     |
|            | REW | Confer with client and confirm signature to an affidavit and swearing truthfulness of contents of affidavit and matrix and schedules; discuss and confirm approval of Citibank | 0.30 |     |
|            | REW | Prepare, review and revise letter to client enclosing and confirm filing and assignment to Judge Sean Lane   | 0.10 |     |
|            | AW  | Conference with G. Hirsch regarding cash collateral stipulation and budget   | 0.40 |     |
|            | AW  | Assist in petition preparation, including conferences with R. Iommazzo, A. Spaneo, REW and JG  | 2.40 |     |
|            | AW  | Review final change to cash collateral stipulation and order, confer with REW, direct filing of petition   | 0.50 |     |
|            | REW | Review client information/documents- updated A/R and A/P schedules, cash flow; update chapter 11 schedules   | 0.20 |     |
|            | REW | Update undisputed, unliquidated tax liabilities on schedule E  | 0.20 |     |
| 07/05/2018 | REW | Confer with S. Landy re: Citibank and landlord claims  | 0.10 |     |
|            | AW  | Conference with R. Iommazzo regarding information necessary for first-day motions  | 0.40 |     |
| 07/06/2018 | REW | Receipt, review and file correspondence from AW, R. Iommazzo re: updated   |      |     |

Nutmeg Music Inc.

Re: Chapter 11 General

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ACCOUNT NO: 11900-001H  
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|            |     |  |      |
|------------|-----|--|------|
|            |     | 20 largest contact information   | 0.10 |
|            | REW | Revise debtor's schedules; circulate to Traxi and client   | 0.50 |
|            | REW | Follow up calls to court and UST   | 0.20 |
|            | REW | Prepare client instructions re: PR and messaging   | 0.40 |
| 07/09/2018 | REW | Review response from R. Morrissey; consider and respond  | 0.20 |
| 07/10/2018 | REW | Review and file NOAs filed by G. Hirsch and B. Theis   | 0.10 |
|            | REW | Review papers received from court- reservation of rights from Hoffman's attorneys re: co-debtor and first-day motions  | 0.30 |
|            | REW | Multiple emails with L. Peikes at Wiggin and Dana re: outstanding discovery and pre-petition services  | 0.20 |
|            | REW | Remove Traxi as CRO from debtor's unanimous written consent  | 0.10 |
|            | REW | Finalize notice to debtor, professionals re: section 341 meeting, protocols  | 0.20 |
| 07/11/2018 | REW | Further exchanges by email re: cash flow actual vs. projected  | 0.20 |
| 07/12/2018 | REW | Receipt, review and file correspondence from R. Iommazzo re: Citibank's policy against establishing new DIP accounts   | 0.20 |
|            | REW | Call G. Hirsch re: DIP accounts at Citibank or elsewhere   | 0.10 |
| 07/16/2018 | REW | Finalize transmittal request to R. Iommazzo, Kelly Ng and A. Spaneo with draft schedules and SOFA for approval   | 0.20 |
|            | REW | Finalize letter to client re: section 341 meeting and issues of importance   | 0.20 |
|            | REW | Telephone conference with Mary Ellen Bianco at Flushing Bank; client is considering Wells Fargo and Flushing Bank for DIP accounts   | 0.20 |
|            | REW | Receipt, review and file correspondence from R. Iommazzo re: DIP accounts  | 0.10 |
|            | REW | Telephone conference with R. Iommazzo re: Wells Fargo application for DIP account pending  | 0.10 |
|            | REW | Telephone conference with R. Iommazzo re: debtor's schedules   | 0.10 |
| 07/17/2018 | MKJ | Conference with REW re: demand for turnover of escrow deposit  | 0.10 |
|            | MKJ | Conference with REW re: informal discovery demand by counsel for Karen Goyette Hoffman and consider responses  | 0.20 |
|            | MKJ | Analyze escrow agreement and draft turnover demand   | 0.70 |
|            | MKJ | Analyze pre-petition KGH litigation and bankruptcy counsel's demand for documents determine procedural appropriateness or whether informal discovery in litigation which is stayed | 0.80 |
|            | MKJ | Draft letter to bankruptcy counsel for K.G. Hoffman; review, revise and finalize letter to Ryan O'Neil   | 0.20 |
|            | MKJ | Review, revise and finalize letters to Fleischer and O'Neil re: discovery demand and escrow turnover   | 0.30 |
|            | REW | Telephone conference with R. Iommazzo re: establishing DIP accounts at Wells Fargo (pending)   | 0.10 |
|            | REW | Revise cash management order   | 0.20 |
|            | REW | Follow up with R. Iommazzo re: establishing DIP account and update chapter 11 schedules  | 0.10 |
| 07/18/2018 | REW | Email L. Pacchia and R. Iommazzo re: executory contracts, insurance policies and debtor's schedules  | 0.20 |
|            | REW | Review and revise schedules revisions from R. Iommazzo with legal assistant; review and consider 90-day payment schedule   | 0.90 |
|            | REW | Revise debtor's schedules, as revised by Traxi (and marked exhibits);  |      |

Nutmeg Music Inc.

Re: Chapter 11 General

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ACCOUNT NO: 11900-001H  
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|            |     |  |       |           |
|------------|-----|--|-------|-----------|
|            |     | discuss 90-day schedule with AW (partial)  | 0.60  |           |
|            | REW | Telephone conference with accountant re: R. Iommazzo and legal assistant re: edits to debtor's schedules of assets and liabilities                           | 0.50  |           |
|            | REW | Revise Schedules F and G   | 0.20  |           |
|            | REW | Revise Schedules D and SOFA  | 0.20  |           |
|            | AW  | Review petition and schedules, discuss same with REW   | 0.50  |           |
|            | REW | Calls to R. Iommazzo re: establishing DIP accounts   | 0.10  |           |
|            | REW | Telephone conference with client re: DIP accounts at Wells Fargo for cash management order   | 0.10  |           |
|            | REW | Telephone conference with accountant re: R. Iommazzo re: DIP account progress  | 0.10  |           |
|            | REW | Telephone conference with R. Iommazzo re: Debtor's preliminary 90-day payment schedule for review  | 0.10  |           |
|            | REW | Telephone conference with accountant re: R. Iommazzo and AW (partial) re: asset values and marketing efforts with Kelly Ng                                   | 0.20  |           |
| 07/19/2018 | AW  | Update call with REW regarding case status   | 0.10  | n/c       |
|            | REW | Receipt, review and file correspondence from Kelly Ng re: DIP accounts; obtain particulars (account and routing numbers, titles, DIP checks. etc.)           | 0.20  |           |
|            | REW | Multiple emails from R. Iommazzo re: Paychex transition to DIP payroll account at Wells Fargo; call him  | 0.20  |           |
|            | REW | Follow up with client on Wells Fargo DIP requirements; update interim cash management order  | 0.20  |           |
| 07/23/2018 | MKJ | Review letter from R. O'Neill responding to turnover request of escrow funds   | 0.10  |           |
|            | MKJ | Telephone conference with REW and R. Iommazzo re: strategy regarding CT litigation, agreement with Soundtrack, etc.  | 0.20  |           |
| 07/25/2018 | REW | Telephone conference with R. Iommazzo re: Steven Newman referral for possible A. Spaneo representation   | 0.10  |           |
|            | REW | Telephone conference with S. Newman for A. Spaneo  | 0.10  |           |
|            | REW | Follow up on Wells Fargo DIP accounts and update cash management order for approval by UST and submission to court   | 0.30  |           |
|            | REW | Follow up with client, Traxi re: creditor meeting and DIP accounts and checks  | 0.20  |           |
| 07/26/2018 | MKJ | Conference with REW re: strategy concerning turnover request and next steps  | 0.20  |           |
|            | MKJ | Detailed conference with L. Peikes and REW to address refusal by KGH counsel to turnover escrow and litigation strategy concerning pending motion to dismiss | 0.50  |           |
|            | REW | Receipt, review and file correspondence- email exchange with B. Theis and comment  | 0.10  |           |
| 07/30/2018 | REW | Consider motion to reject Greaney contract   | 0.10  |           |
|            | REW | Consider other executory contracts and possible motions re: same   | 0.20  |           |
| 07/31/2018 | REW | Exchanges with S. Newman re: co-debtor stay; conflict check for Anthony Spaneo representation; call him  | 0.30  |           |
|            |     | FOR PROFESSIONAL SERVICES RENDERED   | 23.40 | 12,623.00 |
|            |     | TOTAL NON-BILLABLE HOURS   | 0.50  |           |



Nutmeg Music Inc.

Re: Chapter 11 General

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|                    | RECAPITULATION         |       |          |                    |
|--------------------|------------------------|-------|----------|--------------------|
| TIMEKEEPER         |                        | HOURS | RATE     | TOTAL              |
| Richard E. Weltman |                        | 12.40 | \$625.00 | \$7,750.00         |
| Michele K. Jaspan  |                        | 3.30  | 485.00   | 1,600.50           |
| Adrienne Woods     |                        | 7.70  | 425.00   | 3,272.50           |
|                    | TOTAL CURRENT SERVICES |       |          | 12,623.00          |
|                    | BALANCE DUE            |       |          | <u>\$12,623.00</u> |

Terms: Payable upon receipt.

Note: Guideline billing rates do not reflect applied professional courtesy discounts.

Thank you for the opportunity to be of service.

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Nutmeg Music Inc.  
Nutmeg Creative  
45 West 45th Street  
Sixth Floor  
New York NY 10036

Page: 1  
08/09/2018  
ACCOUNT NO: 11900-002H  
Statement No: 46373

Re: Lease Matters

INTERIM STATEMENT

|            |     |  |      |
|------------|-----|--|------|
| 07/03/2018 | REW | Review papers received from opposing counsel- landlord 10-day notice for schedules   | 0.20 |
|            | REW | Exchanges with client, R. Iommazzo and AW re: lease issues   | 0.10 |
|            | REW | Telephone conference with opposing counsel Michael Carr at R&E (attorneys for Vanbarton)   | 0.30 |
|            | REW | Telephone conference with opposing counsel Michael Carr (again) re: settlement proposal in lieu of lease termination; discuss with S. Landy        | 0.30 |
|            | REW | Finalize lease discussion recap to S. Landy, client, R. Iommazzo   | 0.30 |
| 07/09/2018 | REW | Confer with S. Landy re: landlord notice and motion  | 0.20 |
|            | REW | Finalize and manage filing of lease rejection motion and order   | 0.20 |
|            | REW | Consider UST response to First Day lease rejection motion and proposed order   | 0.10 |
| 07/10/2018 | REW | Consider landlords opposition and revised consent order rejecting lease  | 0.50 |
|            | REW | Confer with S. Landy re: lease rejection   | 0.20 |
|            | REW | Review papers received from opposing counsel- consent order terms and consider push back with R. Iommazzo and A. Spaneo                            | 0.40 |
|            | REW | Telephone conference with M. Carr re: landlord's conditional opposition  | 0.20 |
|            | REW | Confer with AW re: co-debtor stay limited opposition by Hoffman, Landlord  | 0.20 |
| 07/12/2018 | REW | Receipt, review and file correspondence from M. Carr at Rosenberg Estis re: proposed lease termination order                                       | 0.20 |
| 07/13/2018 | REW | Receipt, review and file correspondence from M. Carr re: proposed modified order   | 0.20 |
|            | REW | Confer with S. Landy re: lease termination order   | 0.20 |
|            | REW | Email S. Landy Landlord's Reservation of Rights and Limited Objection to Debtor's proposed rejection   | 0.20 |
|            | REW | Consider implications of landlord's request for pre-petition "termination" of lease with S. Landy; research  | 0.60 |
|            | REW | Edit Interim Lease Termination/Rejection order and reconsider landlord's request for termination pre-petition; forward to R. Iommazzo and S. Landy | 0.40 |
|            | REW | Request to debtor re: taking of letter of credit by landlord as default trigger; also request U&O payment amount and July invoice                  | 0.20 |
|            | AW  | Review and provide comments on landlord's proposed consent order to regain possession of premises, discuss with REW and SL                         | 0.60 |
|            | AW  | Conference with REW regarding additional changes to landlord consent order   | 0.30 |
|            | AW  | Revise landlord consent order and circulate with comments to S. Landy, REW and R. Iommazzo   | 0.30 |
| 07/16/2018 | REW | Addressing landlord requested changes  | 0.10 |
|            | REW | Confer with D. Wolf and S. Landy re: Landlord's proposed order   | 0.10 |
|            | REW | Receipt, review and file correspondence from B. Theis and M. Carr re: interim order comments re: landlord cooperation                              | 0.10 |

Nutmeg Music Inc.

Re: Lease Matters

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ACCOUNT NO: 11900-002H  
Statement No: 46373

|            |     |   |      |
|------------|-----|---|------|
|            | REW | Review papers received from court- filed proposed order from landlord's counsel; circulate to S. Landy  | 0.20 |
|            | REW | Solicit and incorporate S. Landy comments; circulate to Citibank attorney on lease; confer with AW, G. Hirsch (and protecting Citibank's right to payment); ask Traxi to calculate U&O amount for order | 0.40 |
|            | REW | Confer with S. Landy re: Landlord's position on pre-petition lease termination  | 0.10 |
|            | AW  | Review SL comments on landlord stipulation  | 0.10 |
|            | AW  | Conference with REW regarding termination versus rejection of lease   | 0.30 |
|            | AW  | Conference with G. Hirsch regarding changes to landlord consent order   | 0.20 |
|            | AW  | Revise landlord consent order and circulate with all comments   | 0.20 |
|            | AW  | Conference with R. Iommazzo regarding use and occupancy amount  | 0.10 |
| 07/17/2018 | REW | Telephone conference with M. Carr re: interim order   | 0.10 |
|            | REW | Telephone conference with R. Iommazzo re: July rent   | 0.10 |
|            | REW | Follow up with S. Landy and R. Iommazzo re: possession order  | 0.10 |
| 07/18/2018 | REW | Follow up with Debtor, L. Pacchia and R. Iommazzo re: landlord invoice and move-out cooperation   | 0.10 |
|            | REW | Telephone conference with R. Iommazzo re: moving this weekend, waiting for certificate of insurance; rent space at Regus (385 Madison); no deal yet for audio-video; July invoice                       | 0.20 |
|            | REW | Telephone conference with M. Carr re: July invoice, Interim Order, move-out arrangements  | 0.20 |
|            | REW | Multiple email exchanges with landlord's attorney on order  | 0.20 |
|            | REW | Arrange elevator access for Debtor move-out over next two weekends; calls to M. Carr  | 0.20 |
|            | AW  | Follow up with M. Carr regarding comments on landlord consent order   | 0.30 |
|            | AW  | Confer with REW regarding landlord consent order  | 0.10 |
| 07/19/2018 | REW | Review and analyze comments from landlord's attorney re: insurance requirements; send to client   | 0.20 |
|            | REW | Exchanges with B. Theis re: addition possession comments and July invoice from landlord; circulate to Traxi, client   | 0.30 |
|            | REW | Obtain S. Landy comments to landlord's most recent reservation of rights language on return of possession   | 0.20 |
|            | REW | Receipt, review and file correspondence- revised landlord proposal from B. Theis; confer with R. Iommazzo   | 0.30 |
|            | REW | Receipt, review and file correspondence Kelly Ng re: July rent invoice, charges   | 0.10 |
|            | REW | Prepare, review and revise letter to client enclosing proposed response to landlord's attorney on amount and timing of July use and occupation payment to landlord                                      | 0.20 |
|            | REW | Negotiations with landlord's counsel on weekend elevator access and further cooperation   | 0.20 |
|            | REW | Multiple emails with B. Theis, R. Iommazzo re: insurance certificates, elevator access, notice charges, coordination between Debtor's team and landlord's representatives, etc.                         | 0.20 |
|            | REW | Receipt, review and file correspondence from R. Iommazzo re: Sunday elevator for tenant move-out  | 0.10 |
|            | REW | Follow up on moving flexibility and Sunday access requested by Debtor's moving company  | 0.10 |
|            | AW  | Review consent order with Landlord, conference with B. Theis and M. Carr regarding same, forward to R. Iommazzo and L. Pacchia for comment  | 0.80 |

Nutmeg Music Inc.

Re: Lease Matters

ACCOUNT NO: 11900-002H  
Statement No: 46373

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08/09/2018

|            |     |   |      |     |
|------------|-----|---|------|-----|
| 07/20/2018 | AW  | Conference with R. Iommazzo regarding proposed language for landlord consent order  | 0.10 |     |
|            | AW  | Conference with R. Iommazzo and M. Carr regarding consent order entered by court and necessary revisions as well as terms of move out           | 0.20 |     |
|            | AW  | Email confirming terms of moveout to M. Carr, copy R. Iommazzo and REW  | 0.20 |     |
| 07/23/2018 | REW | Telephone conference with R. Iommazzo re: soundtrack deal points  | 0.20 |     |
|            | REW | Receipt, review and file correspondence update from R. Iommazzo re: Soundtrack talking points and consider Citibank's position                  | 0.20 |     |
|            | REW | Review papers received from court- opposition to lease rejection order filed by landlord  | 0.40 |     |
|            | REW | Prepare, review and revise letter to client enclosing landlord's opposition for comment   | 0.10 |     |
|            | REW | Consider landlord's position on pre-filing termination and move-out access over two-weekends prior to 7/31/18                                   | 0.30 |     |
|            | REW | Further consider landlord's opposition to rejection motion  | 0.30 |     |
|            | REW | Confer with S. Landy re: lease damages, termination preservation  | 0.20 |     |
|            | AW  | Review landlord objection to debtor motion to reject lease, conference with MLM and emails with S. Landy  | 0.70 |     |
|            | MLM | Conference with AW re: difference between lease termination and rejection damages in connection with negotiations with landlord's consent order | 0.30 | n/c |
| 07/24/2018 | REW | Call with landlord's attorney B. Theis re: move-out issues  | 0.20 |     |
|            | REW | Confer with landlord's attorney and postpone/adjourn debtor's motion to reject for 30 days  | 0.20 |     |
| 07/25/2018 | REW | Address revisions to U&O payment to landlord in revised possession order  | 0.20 |     |
|            | REW | Consider renewal of co-debtor stay motion and reach out to Stuart Newman  | 0.30 |     |
|            | REW | Telephone conference with R. Iommazzo re: [REDACTED]  | 0.30 |     |
|            | REW | Consider latest draft of landlord possession order  | 0.20 |     |
|            | REW | Prepare, review and revise letter to client enclosing landlord stipulation with questions   | 0.20 |     |
|            | AW  | Confer with M. Carr, REW and revise stipulation to return leased premises to landlord and circulate   | 0.70 |     |
| 07/26/2018 | REW | Receipt, review and file correspondence from R. Iommazzo re: [REDACTED] "lease" arrangement/terms; reply  | 0.30 |     |
|            | REW | Telephone conference with [REDACTED]  | 0.30 |     |
|            | REW | Consider landlord's latest mark-up to consent order and discuss [REDACTED] termsheet  | 0.20 |     |
|            | REW | Telephone conference with R. Iommazzo re: creditor meeting  | 0.10 |     |
|            | REW | Consider revised redline and emails exchanged with B. Theis; confer with R. Iommazzo (partial) and S. Landy (partial)                           | 0.30 |     |
|            | REW | Finalize follow up email to [REDACTED] re: [REDACTED] terms   | 0.10 |     |
|            | REW | Multiple emails exchanged with landlord attorney on final consent order; review and update; confer with S. Landy                                | 0.40 |     |
|            | REW | Incorporate further S. Landy comments, update/revise possession consent order   | 0.20 |     |
|            | AW  | Review landlord consent order, revise and circulate, calls with REW and R. Iommazzo regarding same  | 1.40 |     |
| 07/27/2018 | REW | Confer with S. Landy re: lease exit provisions  | 0.20 |     |

Nutmeg Music Inc.

Re: Lease Matters

ACCOUNT NO: 08/09/2018  
Statement No: 11900-002H  
46373

|            |     |   |       |           |
|------------|-----|---|-------|-----------|
|            | REW | Consider "final" version of consent order releasing possession of reserving tenant's (Debtor's) rights  | 0.30  |           |
|            | REW | Receipt, review and file correspondence from M. Carr and R. Iommazzo re: timing on Debtor's U&O payment and confirm available funds   | 0.10  |           |
|            | REW | Telephone conference with R. Iommazzo re: [REDACTED] deal dead; going back to Soundtrack and concerns about Monday walk through with Malek from 45 West 45 Street Ventures  | 0.20  |           |
|            | REW | Confer with S. Landy re: renewal of tenancy discussions with [REDACTED]   | 0.10  |           |
|            | REW | Telephone conference with R. Iommazzo re: [REDACTED] and \$65,000 in clear funds  | 0.20  |           |
|            | REW | Telephone conference with R. Iommazzo re: "move out" issues   | 0.10  |           |
|            | AW  | Further revisions to landlord consent order and circulate   | 0.40  |           |
|            | AW  | Discussion with REW regarding [REDACTED] agreement, potential representation by S. Newman of A. Spaneo as personal counsel, and conference with REW regarding collapse of [REDACTED] deal and movement in other direction | 0.70  |           |
| 07/30/2018 | REW | Telephone conference with R. Iommazzo re: August payroll advance from Hoffman and money payable; walk through and landlord's anticipated \$1,000 cleanup charges  | 0.20  |           |
|            | REW | Finalize email to M. Carr, T. Spaneo, S. Landy and R. Iommazzo re: July U&O clear tomorrow  | 0.20  |           |
|            | REW | Finalize request to bring movers back to finish removal on 7/31/18  | 0.20  |           |
|            | REW | Multiple emails re: landlord's holdover threat due to furniture and property left behind; confer with S. Landy re: urgent removal plan  | 0.20  |           |
|            | REW | Confer with AW re: resolving landlord's holdover threat by suggesting call to 800-GOT-JUNK  | 0.10  |           |
|            | AW  | Conference with REW regarding move-out and payment of use and occupancy   | 0.10  |           |
|            | AW  | Conference with REW regarding moveout issues, follow up with R. Iommazzo regarding same   | 0.20  |           |
|            | AW  | Conference with R. Iommazzo regarding move-out issues   | 0.20  |           |
|            | REW | Investigate U&O payment to landlord and call from   | 0.20  |           |
|            | REW | Additional exchanges with M. Carr re: July payment- clearance funds and confer with him re: cleanup and overtime charges  | 0.20  |           |
|            | REW | Consider M. Carr email; respond   | 0.10  |           |
|            | REW | Telephone conference with B. Theis re: OT and cleanup charges plus return of possession   | 0.20  |           |
| 07/31/2018 | REW | Multiple exchanges with M. Carr and B. Theis re: tenant's removal dispute   | 0.30  |           |
|            | REW | Receipt, review and file correspondence from M. Carr re: landlord's refusal to extend possession deadline for 24 hours  | 0.20  |           |
|            | REW | Multiple exchanges with Traxi, S. Landy, client re: movers returning 8/1  | 0.50  |           |
|            | REW | Receipt, review and file correspondence from Kelly Ng re: wire confirmation for July U&O; circulate to B. Theis   | 0.10  |           |
|            | REW | Telephone conference with S. Newman re: conflict inquiry for A. Spaneo  | 0.10  |           |
|            |     | FOR PROFESSIONAL SERVICES RENDERED  | 26.70 | 15,047.50 |
|            |     | TOTAL NON-BILLABLE HOURS  | 0.30  |           |

Nutmeg Music Inc.

Re: Lease Matters

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ACCOUNT NO: 11900-002H  
Statement No: 46373

|                        | RECAPITULATION |              |             |                    |
|------------------------|----------------|--------------|-------------|--------------------|
|                        |                | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u>       |
| TIMEKEEPER             |                |              |             |                    |
| Richard E. Weltman     |                | 18.50        | \$625.00    | \$11,562.50        |
| Adrienne Woods         |                | 8.20         | 425.00      | 3,485.00           |
| TOTAL CURRENT SERVICES |                |              |             | 15,047.50          |
| BALANCE DUE            |                |              |             | <u>\$15,047.50</u> |

Terms: Payable upon receipt.

Note: Guideline billing rates do not reflect applied professional courtesy discounts.

Thank you for the opportunity to be of service.

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08/09/2018  
ACCOUNT NO: 11900-003H  
Statement No: 46374

Re: Retentions

## INTERIM STATEMENT

|            |     |   |      |          |
|------------|-----|---|------|----------|
| 07/02/2018 | REW | Prepare, review and revise letter to client enclosing billing update and confer with Traxi                    | 0.20 | n/c      |
|            | REW | Revise attorney declaration and exhibit   | 0.20 |          |
| 07/04/2018 | AW  | Draft Traxi retention application   | 1.10 |          |
| 07/05/2018 | AW  | Conference with R. Iommazzo regarding retention application and modifications to same                         | 0.30 |          |
| 07/06/2018 | REW | Receive signed/notarized W&M retention affidavit from debtor  | 0.10 | n/c      |
| 07/09/2018 | REW | Revise retentions and interim compensation motion and order   | 0.60 |          |
|            | REW | Revise S. Landy and Traxi retention motions   | 0.40 |          |
|            | MKJ | Review and revise retention order and application for WM, Landy and Traxi                                     | 0.60 |          |
|            | MKJ | Coordinate first day retentions of professionals  | 0.20 |          |
| 07/19/2018 | REW | Receipt, review and file correspondence from R. Morrissey re: edits to retention orders; update and circulate | 0.20 |          |
|            | REW | Finalize reply to R. Morrissey re: Interim retention order changes  | 0.10 |          |
| 07/25/2018 | REW | Follow up on retention orders; review UST concerns with AW  | 0.20 |          |
|            | AW  | Review and revise retention applications for Landy, W&M and Traxi   | 0.30 |          |
|            |     | FOR PROFESSIONAL SERVICES RENDERED  | 4.20 | 2,173.00 |
|            |     | TOTAL NON-BILLABLE HOURS  | 0.30 |          |

## RECAPITULATION

| TIMEKEEPER         | HOURS | RATE     | TOTAL      |
|--------------------|-------|----------|------------|
| Richard E. Weltman | 1.70  | \$625.00 | \$1,062.50 |
| Michele K. Jaspán  | 0.80  | 485.00   | 388.00     |
| Adrienne Woods     | 1.70  | 425.00   | 722.50     |

TOTAL CURRENT SERVICES 2,173.00

BALANCE DUE \$2,173.00

Terms: Payable upon receipt.

Note: Guideline billing rates do not reflect applied professional courtesy discounts.

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ACCOUNT NO: 11900-004H  
Statement No: 46375

Re: Fee Applications

INTERIM STATEMENT

|                        |     |   |              |             |                |
|------------------------|-----|---|--------------|-------------|----------------|
| 07/23/2018             | MKJ | Returned telephone conference to Amarilas at Marlin Business Bank re: |              |             |                |
|                        |     | leased equipment and case status review lease; review leases          |              | 0.10        |                |
|                        | MKJ | Communication with client re: status of equipment leases with MBB and |              |             |                |
|                        |     | intended next steps   |              | 0.10        |                |
|                        |     | FOR PROFESSIONAL SERVICES RENDERED                                    |              | 0.20        | 97.00          |
| RECAPITULATION         |     |   |              |             |                |
| <u>TIMEKEEPER</u>      |     |   | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u>   |
| Michele K. Jaspan      |     |   | 0.20         | \$485.00    | \$97.00        |
| TOTAL CURRENT SERVICES |     |   |              |             | 97.00          |
| BALANCE DUE            |     |   |              |             | <u>\$97.00</u> |

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08/09/2018  
ACCOUNT NO: 11900-005H  
Statement No: 46376

Re: Claims Administration

INTERIM STATEMENT

|            |     |  |      |        |
|------------|-----|--|------|--------|
| 07/17/2018 | REW | Telephone conference with claimant Julia Simone of Gimmick LLC re: filing potential POC  | 0.10 |        |
|            | REW | Finalize response to R. Fleischer re: documents demanded relative to Connecticut district court lawsuit; circulate to L. Peikes of Wiggin and Dana | 0.30 |        |
| 07/23/2018 | REW | Return call to Marlin Business Bank re: pre-petition claim on Debtor's leased/financed A/V equipment   | 0.10 |        |
| 07/24/2018 | REW | Receipt, review and file correspondence- unliquidated claim from NYS DOL for Unemployment Compensation Contributions due; send to client and Traxi | 0.20 |        |
|            |     | FOR PROFESSIONAL SERVICES RENDERED   | 0.70 | 437.50 |

RECAPITULATION

| <u>TIMEKEEPER</u>  | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|--------------------|--------------|-------------|--------------|
| Richard E. Weltman | 0.70         | \$625.00    | \$437.50     |

TOTAL CURRENT SERVICES 437.50

BALANCE DUE \$437.50

Terms: Payable upon receipt.

Note: Guideline billing rates do not reflect applied professional courtesy discounts.

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08/09/2018  
ACCOUNT NO: 11900-006H  
Statement No: 46377

Re: Cash Collateral/DIP Financing

## INTERIM STATEMENT

|            |     |  |      |
|------------|-----|--|------|
| 07/02/2018 | REW | Review/comment on revised cash flow, multiple emails; reply to R. lommazzo; review and address Z. Ansari's comments  | 0.30 |
|            | REW | Telephone conference with R. lommazzo, AW re: revised cash flow and marketing income stream, earn out  | 0.20 |
|            | REW | Review and analyze revised cash flow from Traxi  | 0.20 |
|            | REW | Telephone conference with accountant re: R. lommazzo re: revised cash flows  | 0.10 |
|            | REW | Telephone conference with R. lommazzo and follow up email re: continuing Citibank cash collateral use discussions  | 0.10 |
| 07/03/2018 | REW | Revise guarantor schedules and secured party schedule  | 0.10 |
|            | REW | Receipt, review and file correspondence from R. lommazzo and Z. Ansari re: scheduling Citibank's secured status (Schedule D)   | 0.10 |
|            | REW | Consider and implement Citibank's edits to cash collateral stipulation; confirm with G. Hirsch and AW  | 0.30 |
|            | REW | Review/confirm Citibank's final exchanges  | 0.40 |
| 07/05/2018 | REW | Receipt, review and file correspondence G. Hirsch re: cash flow impact of Connecticut escrow; reply to him   | 0.20 |
|            | REW | Consider Citibank's cashflow concerns about cash collateral stipulation and disposition of CT escrow if and when it is made available to debtor                                | 0.30 |
|            | REW | Exchanges with G. Hirsch re: CT escrow and cash flows  | 0.20 |
|            | REW | Address Citibank's cash flow concerns and suggest conference call Friday morning   | 0.10 |
| 07/06/2018 | REW | Receipt, review and file correspondence- notice of appearance of G. Hirsch for Citibank, NA  | 0.10 |
|            | REW | Receipt, review and file correspondence from G. Hirsch re: Citibank's likely assertion of lien against funds held in escrow by attorney R. O'Neill in CT                       | 0.10 |
|            | REW | Receipt, review and file correspondence from G. Hirsch; exchange re: Wednesday, 7/11 hearings  | 0.10 |
| 07/09/2018 | REW | Revise and update cash collateral stipulation, incorporating Citibank's comments   | 0.40 |
|            | REW | Receipt, review and file correspondence from A. Spaneo (debtor) and R. lommazzo re: adding availability of funding provision to cash collateral stipulation; update and resend | 0.30 |
|            | REW | Exchanges with G. Hirsch, R. lommazzo and AW re: debtor's best efforts to minimize use of cash collateral and make projected payments to Citibank                              | 0.20 |
|            | REW | Exchanges with G. Hirsch. R. lommazzo re: cash collateral motion changes   | 0.20 |
| 07/11/2018 | REW | Telephone conference with G. Hirsch re: cash collateral budget hearing and cash flow questions   | 0.20 |
|            | REW | Telephone conference with R. lommazzo re: cash flow and Paypal   | 0.20 |
|            | REW | Finalize email to G. Hirsch re: UST and cash collateral  | 0.40 |

Nutmeg Music Inc.

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Re: Cash Collateral/DIP Financing

|            |     |   |      |
|------------|-----|---|------|
|            | REW | Telephone conference with G. Hirsch re: levels of default (7 for relief from stay); other issues raised by UST Morrissey                  | 0.20 |
|            | REW | Telephone conference with G. Hirsch re: bank fees in weeks 1 & 5 and landlord position  | 0.20 |
| 07/12/2018 | REW | Telephone conference with G. Hirsch re: cash collateral terms and cash management (DIP account)   | 0.30 |
| 07/13/2018 | REW | Receipt, review and file correspondence from G. Hirsch and reply re: cash collateral revisions  | 0.20 |
|            | REW | Consider proposed changes by Citibank to cash collateral order  | 0.40 |
|            | REW | Request to debtor and Traxi re: cash collateral order and budget issue  | 0.30 |
|            | AW  | Review and provide comments on modified interim cash collateral order with lender's proposed modifications                                | 1.60 |
|            | AW  | Conference with REW regarding additional changes to cash collateral order   | 0.30 |
|            | AW  | Revise cash collateral order and circulate with comments to REW and R. Iommazzo   | 0.20 |
| 07/16/2018 | REW | Addressing Citibank's requested changes   | 0.10 |
|            | REW | Receipt, review and file correspondence from G. Hirsch re: cash collateral order and requested coop lien documents; confer with AW and SL | 0.20 |
|            | AW  | Conference with REW regarding cash collateral order and terms   | 0.10 |
|            | AW  | Review and revise cash collateral order, send to G. Hirsch with comments  | 0.30 |
|            | AW  | Emails with G. Hirsch regarding cash collateral stipulation and revisions to document based on same                                       | 0.30 |
|            | AW  | Conferences with G. Hirsch regarding cash collateral order and L/C issue  | 0.40 |
|            | AW  | Revise cash collateral order and circulate with all comments  | 0.30 |
|            | REW | Receipt, review and file correspondence from G. Hirsch re: order comments and DIP account change; confer with AW                          | 0.20 |
|            | REW | Contact G. Hirsch re: cash collateral changes   | 0.10 |
| 07/17/2018 | REW | Update cash collateral order for G. Hirsch consideration and Citibank approval  | 0.20 |
|            | REW | Telephone conference with R. Iommazzo re: cash collateral   | 0.10 |
|            | REW | Receipt, review and file correspondence from G. Hirsch; reply re: coop loan collateral; confer with S. Landy                              | 0.20 |
|            | REW | Follow up with client and S. Landy re: coop lien sought by Citibank   | 0.10 |
|            | REW | Review and analyze revised cash flows from Traxi to G. Hirsch   | 0.10 |
|            | REW | Follow up on coop documentation requested by G. Hirsch and Z. Ansari  | 0.20 |
| 07/18/2018 | REW | Email L. Pacchia and R. Iommazzo re: Forest Hills coop consent to security interest   | 0.10 |
|            | REW | Facilitate Debtor's cooperation with coop lien  | 0.10 |
|            | REW | Telephone conference with G. Hirsch re: Citibank's post-petition security interest  | 0.10 |
|            | REW | Finalize confirmation email to G. Hirsch  | 0.20 |
|            | REW | Receipt, review and file correspondence from G. Hirsch; reply   | 0.10 |
|            | REW | Confer with S. Landy; exchange emails on coop security interest sought by secured creditor  | 0.20 |
|            | REW | Receipt, review and file correspondence from G. Hirsch re: demand for action by A. Spaneo; forward to S. Landy for immediate response     | 0.20 |
|            | REW | Finalize transmittal to court of final cash collateral order  | 0.20 |
|            | REW | Receipt, review and file correspondence from Zeba Ansari re: conference call  |      |

Nutmeg Music Inc.

Re: Cash Collateral/DIP Financing

ACCOUNT NO: 11900-006H  
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|            |     |  |      |
|------------|-----|--|------|
|            |     | on coop lien (and equate protection issue)   | 0.20 |
|            | AW  | Confer with REW regarding cash collateral order  | 0.10 |
| 07/19/2018 | REW | Multiple emails changed with Z. Ansari re: Citibank's adequate protections and conference call   | 0.10 |
|            | REW | Receipt, review and file correspondence from S. Landy to coop managing agent; circulate to G. Hirsch and Z. Ansari ahead of conference call  | 0.10 |
|            | REW | Advise S. Landy re: call agenda; discuss Citibank arrangements   | 0.20 |
|            | REW | Call with G. Hirsch and Z. Ansari to discuss adequate protection via coop lien; also discuss tenant move-out and discussions with  |      |
|            |     | and potential impact on bottom line  | 0.40 |
|            | REW | Forward order redline to court to reflect cash collateral updates  | 0.10 |
|            | REW | Telephone conference with S. Landy re: Tony's speaking with coop board directly to facilitate recognition agreement  | 0.20 |
|            | REW | Finalize response to S. Landy, client, R. Iommazzo re: Citibank's limited support  | 0.20 |
|            | REW | Provide cash collateral redline stipulation to Judge Lane  | 0.10 |
|            | AW  | Conference call with REW, S. Landy, Citibank and G. Hirsch regarding cash collateral issues and adequate protection  | 0.40 |
|            | AW  | Review cash collateral order for revisions   | 0.10 |
| 07/20/2018 | AW  | Conference with R. Iommazzo regarding cash collateral order revisions proposed by court and G. Hirsch  | 0.10 |
|            | AW  | Conference with G. Hirsch regarding proposed revisions to court's changes to cash collateral order   | 0.10 |
|            | AW  | Conferences with G. Hirsch and N. Sokol regarding court-proposed revisions to cash collateral order  | 0.40 |
|            | AW  | Emails with M. Carr and Court regarding cash collateral order  | 0.20 |
|            | AW  | Conference with Court, revise proposed cash collateral order based on comments and circulate to Citibank and Debtor's professionals  | 0.70 |
| 07/23/2018 | REW | Review and analyze Citibank's revised letter to coop management, discuss with S. Landy and client  | 0.20 |
|            | REW | Receipt, review and file correspondence from R. Iommazzo re: change in cash flow projections subject to Citibank comment   | 0.20 |
|            | REW | Receipt, review and file correspondence from R. Iommazzo re: revised draft notice to managing agent  | 0.20 |
| 07/24/2018 | REW | Review and analyze final Citibank request to Continental Owners cooperative board  | 0.10 |
|            | REW | Telephone conference with George Hirsch and Zeba Ansari re: cash collateral cash flow changes  | 0.40 |
|            | REW | Revise Z. Ansari letter and then review corrected version of Z. Ansari's 7/24 letter to Diana Chan at Douglas Elliman Property Management; orchestrate follow up with S. Landy team  | 0.20 |
|            | REW | Multiple emails with G. Hirsch, Z. Ansari, R. Iommazzo re: cash collateral call; call with R. Iommazzo   | 0.20 |
|            | REW | Address secured creditor's concerns with Traxi   | 0.20 |
|            | REW | Telephone conference with Z. Ansari, G. Hirsch, R. Iommazzo re: marketing Nutmeg's IP, ; earnout rather than up front money on table- now speaking to semi-retired investor (NDA being signed); discuss cost and personal (no term); look for income stream in new facility and looking at IP alternatives | 0.30 |

Nutmeg Music Inc.

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08/09/2018  
ACCOUNT NO: 11900-006H  
Statement No: 46377

Re: Cash Collateral/DIP Financing

|            |     |   |       |           |
|------------|-----|---|-------|-----------|
|            | REW | Telephone conference with R. Iommazzo re: ACH wire confirmation to Citi of \$12,500   | 0.10  |           |
|            | REW | Review and analyze revised cash flow budget   | 0.30  |           |
|            | REW | Receipt, review and file correspondence from Z. Ansari with additional comments to revenue-sharing proposal   | 0.10  |           |
|            | REW | Confer with Traxi- R. Iommazzo at court re: Citibank's cash collateral order notice to cure and re: revised budget  | 0.20  |           |
|            | REW | Attend court hearing before the Honorable Sean Lane, USBJ, on second-day motions (retentions, cash collateral), final cash management, interim compensation, final wage order, co-debtor stay and landlord dispute over rent and possession | 2.60  |           |
| 07/25/2018 | REW | Follow up on final cash collateral order revisions requested by Judge Lane and update and circulate new order draft   | 0.30  |           |
|            | REW | Telephone conference with revised final cash collateral order and awaiting Citibank comments  | 0.20  |           |
|            | REW | Receipt, review and file correspondence from G. Hirsch re: his final cash collateral mark-ups; confer with AW to incorporate  | 0.20  |           |
|            | AW  | Review and revise cash collateral order as final order, include budget terms from current model, emails with G. Hirsch and further revisions  | 2.20  |           |
| 07/26/2018 | REW | Review revised cash collateral exchanges with G. Hirsch, AW   | 0.20  |           |
|            | REW | Receipt, review and file correspondence from G. Hirsch re: final comments to consent order  | 0.20  |           |
|            |     | FOR PROFESSIONAL SERVICES RENDERED  | 24.90 | 14,002.50 |

RECAPITULATION

| TIMEKEEPER         | HOURS | RATE     | TOTAL       |
|--------------------|-------|----------|-------------|
| Richard E. Weltman | 17.10 | \$625.00 | \$10,687.50 |
| Adrienne Woods     | 7.80  | 425.00   | 3,315.00    |

TOTAL CURRENT SERVICES 14,002.50

BALANCE DUE \$14,002.50

Terms: Payable upon receipt.

Note: Guideline billing rates do not reflect applied professional courtesy discounts.

Thank you for the opportunity to be of service.

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Nutmeg Music Inc.  
Nutmeg Creative  
45 West 45th Street  
Sixth Floor  
New York NY 10036

Page: 1  
08/09/2018  
ACCOUNT NO: 11900-008H  
Statement No: 46378

Re: Expenses

INTERIM STATEMENT

|                                     |                   |
|-------------------------------------|-------------------|
| Document Reproduction               | 372.25            |
| Chapter 11 filing fee               | 1,717.00          |
| Postage                             | 0.94              |
| Federal Express                     | 183.62            |
| TOTAL DISBURSEMENTS THRU 07/31/2018 | 2,273.81          |
| TOTAL CURRENT SERVICES              | 2,273.81          |
| BALANCE DUE                         | <u>\$2,273.81</u> |

Terms: Payable upon receipt.

Note: Guideline billing rates do not reflect applied professional courtesy discounts.

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45 West 45th Street  
Sixth Floor  
New York NY 10036

Page: 1  
08/09/2018  
ACCOUNT NO: 11900-010H  
Statement No: 46379

Re: First Day Motions

INTERIM STATEMENT

|            |     |   |      |     |
|------------|-----|---|------|-----|
| 07/02/2018 | MLM | Consider section 105 stay for debtor's principal and discuss with AW  | 0.20 | n/c |
|            | REW | Telephone conference with R. Iommazzo re: bank deposits, schedules, cash collateral   | 0.20 |     |
|            | AW  | Draft motion to extend stay to principal  | 2.20 |     |
|            | AW  | Draft email with first day motions to client advising on specific matters that require attention  | 0.10 |     |
| 07/03/2018 | REW | Manage implementation of updated client financials, revised Rule 1007 certification and revised schedules   | 0.40 |     |
|            | REW | Follow up with AW on filing, schedules and first-day motions  | 0.10 |     |
| 07/05/2018 | REW | Telephone conference with Liza Eubanks from Judge Lane's chambers first-day motions   | 0.10 |     |
|            | REW | Confer with R. Iommazzo of Traxi re: Connecticut escrow disposition, Citibank concerns and top 20 list/ first day motions   | 0.30 |     |
|            | REW | Revise first-day orders: cash management, Wage & Benefits (with Paychex), Lease rejection, cash collateral, retentions of Professionals (W&M, Landy, Traxi), and co-debtor stay | 0.40 |     |
|            | REW | Telephone conference with AW to coordinate changes in first-day motions with Judge Lane's chambers (Liza Eubanks)   | 0.20 |     |
|            | REW | Coordinate service addresses for first-day motions; review Traxi email and update schedules   | 0.20 |     |
|            | REW | Additional revisions of first day motions   | 0.30 |     |
|            | AW  | Finalize motion to extend stay to principal   | 0.40 |     |
|            | REW | Telephone conference with client re: message to stakeholders  | 0.10 |     |
| 07/06/2018 | REW | Update first-day filings; confer with AW and R. Iommazzo  | 0.40 |     |
|            | REW | Confirm first-day hearings for 3pm on 7/11/18 before Judge Lane; advise G. Hirsch and client  | 0.20 |     |
|            | REW | Revise cash management motion, cash collateral stipulation, employee wage and benefit motion  | 0.90 |     |
|            | AW  | Complete draft cash collateral motion   | 3.60 |     |
|            | AW  | Conference with G. Hirsch regarding motions and first day hearing   | 0.20 |     |
|            | AW  | Conference with R. Iommazzo regarding first day motions   | 0.30 |     |
|            | AW  | Conference with REW regarding first day motions   | 0.20 |     |
|            | REW | Investigate GCG service of first-day motions  | 0.20 |     |
| 07/07/2018 | AW  | Complete drafts of remaining first day motions, including lease rejection, cash management, interim compensation and wages and benefits; revisions to prior motions             | 8.80 |     |
| 07/09/2018 | REW | Revise co-debtor stay motion and order  | 0.30 |     |
|            | REW | Exchanges with debtor and R. Iommazzo re: first day notices; revise and update Certificate of Service   | 0.30 |     |
|            | REW | Finalize first-day motions for filing; obtain final client and Traxi approval   | 0.50 |     |

Nutmeg Music Inc.

ACCOUNT NO:  
Statement No:

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08/09/2018  
11900-010H  
46379

Re: First Day Motions

|            |     |   |      |     |
|------------|-----|---|------|-----|
|            | REW | Finalize transmittal letter to UST Richard Morrissey, Esq. re: first-day motions  | 0.10 |     |
|            | REW | Finalize transmittal letter to Judge Lane with multiple first-day motions; supervise expedited service process by fax, email and overnight mail   | 0.30 |     |
|            | REW | Consider UST's position on co-debtor stay motion and independent attorney with S. Landy   | 0.20 |     |
|            | REW | Update letter and packages to Judge Lane and R. Morrissey at UST  | 0.20 |     |
|            | AW  | Finalize first day motions for filing, coordinating final comments and changes with JG, G. Hirsch, R. Iommazzo and REW  | 6.40 |     |
|            | AW  | Conference with REW, draft email to R. Morrissey regarding first day motions  | 0.30 |     |
| 07/10/2018 | REW | Finalize emails to debtor, S. Landy, R. Iommazzo re: first-day hearings   | 0.30 |     |
|            | AW  | Email to R. Morrissey responding to request to adjourn certain first day motions  | 0.20 |     |
|            | AW  | Conference with REW regarding first day hearings  | 0.30 |     |
| 07/11/2018 | REW | Receipt, review and file correspondence- revised cash flow with explanation from Traxi re: first-day motions  | 0.20 |     |
|            | REW | Prepare for hearing on first days; calls with G. Hirsch, B. Theis   | 0.60 |     |
|            | REW | Attend court hearing before the Honorable Sean Lane, USBJ, on first day motions; confer with A. Spaneo and R. Iommazzo at court; travel deal with cash collateral, cash management, lease rejection and co-debtor stay, and wages | 4.10 |     |
|            | REW | Filed certifications of service   | 0.10 | n/c |
|            | REW | Telephone conference with R. Iommazzo re: wage motion   | 0.10 |     |
| 07/17/2018 | AW  | Confer with REW regarding cash collateral, wage and landlord consent orders   | 0.10 |     |
| 07/18/2018 | REW | Finalize submission of wage order to Judge Lane for consideration and signature   | 0.10 |     |
|            | REW | Prepare transmittal to court filing cash collateral order with exhibit (cash flow budget)   | 0.20 |     |
|            | AW  | Confer with REW regarding wage order  | 0.10 |     |
| 07/19/2018 | AW  | Emails and discussions with REW and R. Iommazzo regarding cash management status, DIP accounts, and update G. Hirsch on same  | 0.40 |     |
| 07/23/2018 | MLM | Strategy conference with REW re: first-day lease rejection motion issues and landlord opposition to same  | 0.20 | n/c |
| 07/25/2018 | AW  | Conference with REW regarding submission of various orders and case status  | 0.40 |     |
|            | AW  | Draft final order for employee wages, circulate to team   | 0.30 |     |
|            | AW  | Revise cash management order, confer with REW, circulate to team  | 0.30 |     |
|            | AW  | Review interim compensation order and circulate   | 0.20 |     |
| 07/26/2018 | REW | Finalize final transmittal of remaining final orders to B. Masumoto at OUST   | 0.20 |     |
| 07/27/2018 | REW | Finalize orders for submission to court inclusive of UST comments and approval of G. Hirsch   | 0.30 |     |
|            | REW | Telephone conference with G. Hirsch re: OK to release/file orders; confirm versions with AW   | 0.10 |     |
|            | AW  | Review, revise and submit orders granting use of cash collateral, approving   |      |     |



Nutmeg Music Inc.

Re: First Day Motions

Page: 3  
08/09/2018  
ACCOUNT NO: 11900-010H  
Statement No: 46379

payment of employees and retention of Traxi, W&M and Landy, and  
establishing cash management and interim compensation procedures

FOR PROFESSIONAL SERVICES RENDERED  
TOTAL NON-BILLABLE HOURS

|       |           |
|-------|-----------|
| 1.10  |           |
| 38.00 | 18,570.00 |
| 0.50  |           |

RECAPITULATION

| <u>TIMEKEEPER</u>  | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|--------------------|--------------|-------------|--------------|
| Richard E. Weltman | 12.10        | \$625.00    | \$7,562.50   |
| Adrienne Woods     | 25.90        | 425.00      | 11,007.50    |

TOTAL CURRENT SERVICES 18,570.00

BALANCE DUE \$18,570.00

Terms: Payable upon receipt.

Note: Guideline billing rates do not reflect applied professional courtesy discounts.

Thank you for the opportunity to be of service.

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Page: 1

08/09/2018

ACCOUNT NO: 11900-011H

Statement No: 46380

Nutmeg Music Inc.  
Nutmeg Creative  
45 West 45th Street  
Sixth Floor  
New York NY 10036

Re: United States Trustee

INTERIM STATEMENT

|            |     |   |      |          |
|------------|-----|---|------|----------|
| 07/03/2018 | REW | Negotiate changes in cash flow for carve out for UST fees   | 0.20 |          |
| 07/09/2018 | REW | Review papers received from court notice of section 341 meeting; notify Traxi, client                                 | 0.20 |          |
| 07/11/2018 | REW | Telephone conference with R. Morrissey  | 0.20 |          |
|            | REW | Receipt, review and file correspondence from R. Morrissey re: UST fees  | 0.20 |          |
|            | REW | Telephone conference with R. Morrissey re: tax liabilities and trust fund- New York State as a creditor               | 0.70 |          |
| 07/12/2018 | REW | Finalize request to Traxi re: DIP accounts; copy G. Hirsch  | 0.20 |          |
|            | REW | Receipt, review and file correspondence from R. Morrissey re: cash on hand and schedules; reply                       | 0.20 |          |
|            | REW | Finalize follow up email to R. Iommazzo and K. Ng re: debtor's cash and A/R   | 0.10 |          |
|            | REW | Receipt, review and file correspondence from UST and re: DIP accounts   | 0.20 |          |
|            | REW | Request to R. Morrissey at UST re: consent to change DIP accounts in cash management order                            | 0.20 |          |
| 07/13/2018 | REW | Receipt, review and file correspondence from R. Iommazzo re: DIP banking and cash management                          | 0.20 |          |
|            | REW | Request to debtor and Traxi re: DIP account set up  | 0.10 |          |
| 07/16/2018 | REW | Receipt, review and file correspondence from R. Iommazzo re: DIP account at Citibank; send link with approved banks   | 0.20 |          |
|            | REW | Finalize DIP account at Wells Fargo, TD Bank, Flushing Bank or other- send to G. Hirsch and R. Morrissey              | 0.10 |          |
| 07/19/2018 | REW | Receipt, review and file correspondence from R. Morrissey re: DIP accounts  | 0.10 |          |
| 07/27/2018 | REW | Consider and respond to multiple emails exchanged between USTB Masumoto and G. Hirsch re: interest on unpaid UST fees | 0.20 |          |
|            |     | FOR PROFESSIONAL SERVICES RENDERED  | 3.30 | 2,062.50 |

RECAPITULATION

|                    |              |             |              |
|--------------------|--------------|-------------|--------------|
| <u>TIMEKEEPER</u>  | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
| Richard E. Weltman | 3.30         | \$625.00    | \$2,062.50   |

TOTAL CURRENT SERVICES 2,062.50

BALANCE DUE \$2,062.50

Nutmeg Music Inc.

Re: United States Trustee

Page: 2  
08/09/2018  
ACCOUNT NO: 11900-011H  
Statement No: 46380

Terms: Payable upon receipt.

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45 West 45th Street  
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New York NY 10036

Page: 1  
08/09/2018  
ACCOUNT NO: 11900-012H  
Statement No: 46381

Re: GW Hoffman Litigation

## INTERIM STATEMENT

|            |     |  |      |
|------------|-----|--|------|
| 07/05/2018 | REW | Telephone conference with client re: address client's concerns regarding transfers to GW Hoffman   | 0.10 |
| 07/09/2018 | REW | Telephone conference with Larry Peikes at Wiggin and Dana re: GW Hoffman escrow  | 0.20 |
|            | REW | Telephone conference with Larry Peikes re: motion to dismiss and effect of automatic stay  | 0.20 |
|            | REW | Exchanges with L. Peikes and G. Hirsch re: disposition of Connecticut District Court litigation  | 0.30 |
| 07/11/2018 | REW | Receipt, review and file correspondence L. Peikes re: open Connecticut discovery; reply  | 0.20 |
|            | REW | Email to R. O'Neill; exchanges   | 0.20 |
| 07/16/2018 | REW | Telephone conference with client re: A. Spaneo re: GW Hoffman, A/R and escrow account with plaintiff's attorney                                    | 0.20 |
|            | REW | Receipt, review and file correspondence R. Fleischer re: document request on behalf of Karen Gayette Hoffman                                       | 0.20 |
|            | REW | Prepare, review and revise letter to client enclosing Hoffman document request   | 0.10 |
| 07/17/2018 | REW | Confer with MKJ re: response to content informal discovery request from R. Fleischer for Hoffman   | 0.10 |
|            | REW | Consider and prepare turnover demand for escrow account (debtor's funds) held by Ryan O'Neill/ Mark Sherman  | 0.20 |
|            | REW | Finalize turnover demand to R. Fleischer   | 0.10 |
|            | REW | Finalize discovery response to R. Fleischer  | 0.10 |
| 07/18/2018 | REW | Receipt, review and file correspondence Identity notice address for KG Hoffman   | 0.10 |
| 07/23/2018 | REW | Receipt, review and file correspondence from R. O'Neill re: trust fund opposition  | 0.20 |
|            | REW | Prepare, review and revise letter to client enclosing response from CT counsel and seek internal comments from client, L. Peikes                   | 0.20 |
|            | REW | Telephone conference with R. Iommazzo re: Connecticut action and threatened motion to lift stay and oppose escrow turnover by plaintiff's attorney | 0.10 |
| 07/24/2018 | REW | Confer with Hoffman attorney O'Neill re: co-debtor stay consent order terms  | 0.20 |
| 07/25/2018 | REW | Telephone conference with L. Peikes re: Hoffman litigation and motion to dismiss; CT law on pre-judgment remedy                                    | 0.40 |
|            | REW | Telephone conference with L. Peikes re: turnover request   | 0.10 |

Nutmeg Music Inc.

Re: GW Hoffman Litigation

Page: 2  
08/09/2018  
ACCOUNT NO: 11900-012H  
Statement No: 46381

|            |     |  |      |          |
|------------|-----|--|------|----------|
| 07/26/2018 | REW | Telephone conference with L. Peikes and MKJ re: turnover and stay modification   | 0.50 |          |
|            | REW | Telephone conference with R. Iommazzo re: Citibank's interest in turnover motion (Hoffman)                                 | 0.20 |          |
| 07/27/2018 | REW | Develop turnover motion strategy   | 0.40 |          |
|            | AW  | Conference with REW regarding turnover action against counsel to Hoffman in CT and merits of allowing CT action to proceed | 0.40 |          |
|            |     | FOR PROFESSIONAL SERVICES RENDERED   | 5.00 | 3,045.00 |

RECAPITULATION

| <u>TIMEKEEPER</u>  | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u> |
|--------------------|--------------|-------------|--------------|
| Richard E. Weltman | 4.60         | \$625.00    | \$2,875.00   |
| Adrienne Woods     | 0.40         | 425.00      | 170.00       |

TOTAL CURRENT SERVICES 3,045.00

BALANCE DUE \$3,045.00

Terms: Payable upon receipt.

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45 West 45th Street  
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Page: 1  
08/09/2018  
ACCOUNT NO: 11900-015H  
Statement No: 46382

Re: Marketing & Sale of Business

INTERIM STATEMENT

|            |     |   |      |        |
|------------|-----|---|------|--------|
| 07/17/2018 | REW | Telephone conference with R. Iommazzo re: marketing efforts and potential asset sale  | 0.10 |        |
| 07/19/2018 | REW | Telephone conference with R. Iommazzo re: marketing [REDACTED] with rent pegged at 50% of revenues (short term agreement for rent/commission) and Citibank's consideration of terms | 0.20 |        |
|            | REW | Telephone conference with R. Iommazzo re: efforts to market and sell Nutmeg's good will and ongoing projects/customer list; discussions with [REDACTED]                             | 0.30 |        |
| 07/24/2018 | REW | Consider marketing efforts and [REDACTED] as possible operational partner   | 0.30 |        |
|            |     | FOR PROFESSIONAL SERVICES RENDERED  | 0.90 | 562.50 |

RECAPITULATION

| TIMEKEEPER         | HOURS | RATE     | TOTAL    |
|--------------------|-------|----------|----------|
| Richard E. Weltman | 0.90  | \$625.00 | \$562.50 |

TOTAL CURRENT SERVICES 562.50

BALANCE DUE \$562.50

Terms: Payable upon receipt.

Note: Guideline billing rates do not reflect applied professional courtesy discounts.

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Nutmeg Music Inc.  
Nutmeg Creative  
45 West 45th Street  
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Page: 1  
08/09/2018  
ACCOUNT NO: 11900H

| Previous Balance                          | Fees      | Expenses | Advances | Payments | Balance            |
|---|-----------|----------|----------|----------|--------------------|
| Re: Chapter 11 General<br>0.00            | 12,623.00 | 0.00     | 0.00     | 0.00     | \$12,623.00        |
| Re: Lease Matters<br>0.00                 | 15,047.50 | 0.00     | 0.00     | 0.00     | \$15,047.50        |
| Re: Retentions<br>0.00                    | 2,173.00  | 0.00     | 0.00     | 0.00     | \$2,173.00         |
| Re: Fee Applications<br>0.00              | 97.00     | 0.00     | 0.00     | 0.00     | \$97.00            |
| Re: Claims Administration<br>0.00         | 437.50    | 0.00     | 0.00     | 0.00     | \$437.50           |
| Re: Cash Collateral/DIP Financing<br>0.00 | 14,002.50 | 0.00     | 0.00     | 0.00     | \$14,002.50        |
| Re: Expenses<br>0.00                      | 0.00      | 2,273.81 | 0.00     | 0.00     | \$2,273.81         |
| Re: First Day Motions<br>0.00             | 18,570.00 | 0.00     | 0.00     | 0.00     | \$18,570.00        |
| Re: United States Trustee<br>0.00         | 2,062.50  | 0.00     | 0.00     | 0.00     | \$2,062.50         |
| Re: GW Hoffman Litigation<br>0.00         | 3,045.00  | 0.00     | 0.00     | 0.00     | \$3,045.00         |
| Re: Marketing & Sale of Business<br>0.00  | 562.50    | 0.00     | 0.00     | 0.00     | \$562.50           |
| 0.00                                      | 68,620.50 | 2,273.81 | 0.00     | 0.00     | <u>\$70,894.31</u> |

Terms: Payable upon receipt.

Note: Guideline billing rates do not reflect applied professional courtesy discounts.

Thank you for the opportunity to be of service.